



CHECKERS DRIVE-IN RESTAURANTS, INC.

N 9800000 3208

May 29 1998

VIA OVERNIGHT MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Office Use Only

Re: Checkers Advertising Cooperative Association of Miami, Inc.
Checkers Advertising Cooperative Association of West Palm Beach, Inc.

Dear Sir or Madam:

Please find enclosed one original and one copy of the Articles of Incorporation for the above-referenced cooperatives and our company's check for \$78.75 to cover the filing fee for each corporation. Please file these articles on June 1, 1998 and return the filed copy and certificate to my attention at the following address: Legal Department, Checkers Drive-In Restaurants, Inc., 600 Cleveland Street, 8th Floor, Clearwater, FL 33755.

Thank you for your assistance with this filing. Should you have any questions with regard to the enclosed, please do not hesitate to contact me at (813)298-2179.

EFFECTIVE DATE
6-1-98

Sincerely,

Marcy J. Thurman

Marcy J. Thurman
Legal Department

mjt
Enclosures

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FILED
98 JUN -2 PM 12:52
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Marcy J. Thurman GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM

add eff. Date
6-4-98
CB

CB
6-4-98

EFFECTIVE DATE
6-1-98

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
CHECKERS ADVERTISING COOPERATIVE ASSOCIATION
OF WEST PALM BEACH, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
98 JUN -2 PM 12:52
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The corporate name that satisfies the requirements of Section 617.0401 is: Checkers Advertising Cooperative of West Palm Beach, Inc.

ARTICLE II

Principal Office/Mailing Address

The street address of the initial principal office of the corporation is: 600 Cleveland Street, Eighth Floor, Clearwater, FL 33755, and the mailing address for the corporation is: P.O. Box 1079, Clearwater, FL 33757-1079.

ARTICLE III

Purpose

The specific purpose for which the corporation is organized is to promote and further the interests of the operators of Checkers restaurants in the West Palm Beach area through the use of all marketing and advertising materials.

ARTICLE IV

Manner of Election of Directors

The Bylaws shall provide the method of election of all Directors, and the number of directors may be raised or lowered by amendment of the Bylaws, but shall in no case be less than three.

ARTICLE V

Initial Registered Agent and Street Address

The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 S. Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE VI
Incorporator

The name and address of the Incorporator to these Articles of Incorporation is:

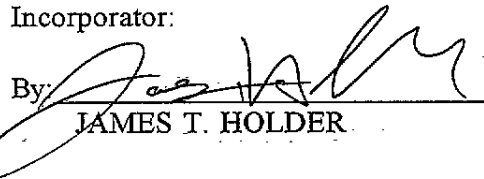
James T. Holder, Esq.
600 Cleveland Street, Eighth Floor
Clearwater, FL 33755

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this
28th day of May, 1998.

Witness:

Marcy J. Thurman
MARCY J. THURMAN

Incorporator:

By: 
JAMES T. HOLDER

** The Effective Date shall be June 1, 1998.

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, CT Corporation hereby accepts the appointment as registered agent and agrees to act in this capacity. CT Corporation further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

CT CORPORATION SYSTEM

Date: MAY 28, 1998By: PETER F. SOUZAIts: ASSISTANT SECRETARY

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98 JUN -2 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA